

RECORDATION NO. 25450-C FILED

MAR 24 '05

1:15 PM

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SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

March 24, 2005

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 4, dated as of March 22, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 1 previously filed with the Board under Recordation Number 25450.

The names and addresses of the parties to the enclosed document are:

Lessor:	General Electric Railcar Services Corporation 161 North Clark Street, 7 <sup>th</sup> Floor Chicago, Illinois 60601
Lessee:	NRG Power Marketing Inc. 211 Carnegie Center Princeton, New Jersey 08540

Mr. Vernon A. Williams  
March 24, 2005  
Page 2

A description of the railroad equipment covered by the enclosed document  
is:

120 Coal Gondola railcars: PNJX 50360 -- PNJX 50479

A short summary of the document to appear in the index is:

Memorandum of Railroad Car Full Service Master Leasing Agreement and  
Rider No. 4.

Also enclosed is a check in the amount of \$32.00 payable to the order of  
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the  
undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

EXECUTION COPY

**MEMORANDUM OF**  
**RAILROAD CAR FULL SERVICE MASTER LEASING AGREEMENT**  
**AND RIDER NO. 4**

This Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 4 is made and entered by and between General Electric Railcar Services Corporation (hereinafter referred to as "Lessor") and NRG Power Marketing Inc. (hereinafter referred to as "Lessee"), respecting that certain Railroad Car Full Service Master Leasing Agreement, dated as of February 18, 2005, between Lessor and Lessee (as supplemented, the "Master Lease") and that certain Rider No. 4, dated as of March 22, 2005, between Lessor and Lessee (the "Rider").

Pursuant to the provisions of the Master Lease and the Rider, Lessor and Lessee hereby affirm and acknowledge that:

1. For good and valuable consideration, Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto, subject to the terms of the Master Lease and Rider.

2. Lessor and Lessee further acknowledge and affirm that this Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 4, is not a summary of the Master Lease and the Rider nor a complete recitation of the terms and provisions thereof. Accordingly, Lessor and Lessee hereby agree that in the event of a conflict between this Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 4 and the provisions of the Master Lease and the Rider, the provisions of the Master Lease and the Rider shall control.

3. This Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 4, is prepared only for the public record and is being recorded with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301(a) and with the Register General of Canada pursuant to Section 105 of the Canada Transportation Act (Canada).

[signature page follows]

RECORDATION NO.

25450-C FILED

MAR 24 '05

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SURFACE TRANSPORTATION BOARD

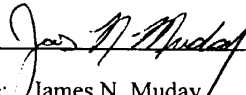
IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate or limited partnership authority, has caused this Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 4, to be duly executed in its corporate or limited partnership name by its officers or partners, thereunto duly authorized, all as of March 22, 2005.

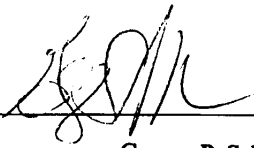
LESSOR:

LESSEE:

GENERAL ELECTRIC RAILCAR  
SERVICES CORPORATION

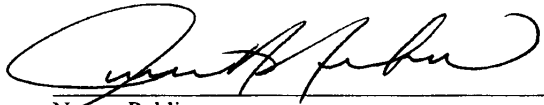
NRG POWER MARKETING INC.

By:   
Name: James N. Muday  
Title: Vice President

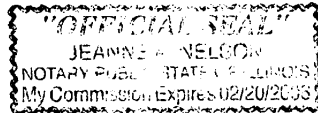
By:   
Name: George P. Schaefer  
Title: VP & Treasurer

STATE OF ILLINOIS       )  
                                  )       SS:  
COUNTY OF COOK       )

On this 28<sup>th</sup> day of March, 2005, before me personally appeared James N. Muday to me personally known, who being duly sworn, stated that he/she is Vice President of General Electric Railcar Services Corporation, that said instrument was signed on behalf of said corporation by authority of its board of directors or equivalent governing body, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
\_\_\_\_\_  
Notary Public

My Commission Expires:



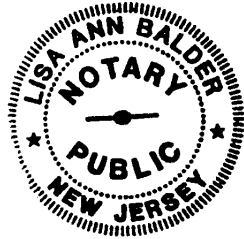
STATE OF New Jersey )  
COUNTY OF Mercer )

SS:

On this 22nd day of March, 2005, before me personally appeared George P. Schaefer, to me personally known, who being duly sworn, stated that he is Vice President & Treasurer of NRG Power Marketing Inc., that said instrument was signed on behalf of said corporation by authority of its board of directors or equivalent governing body, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Lisa A. Balder  
Notary Public

My Commission Expires: 11/23/2009



# EXHIBIT A

Unit Count	AAR Reporting Mark		Car Type	Manufacturer
1	PNJX	50360	Aluminum Bethgon II Coal Car	Johnstown America
2	PNJX	50361	Aluminum Bethgon II Coal Car	Johnstown America
3	PNJX	50362	Aluminum Bethgon II Coal Car	Johnstown America
4	PNJX	50363	Aluminum Bethgon II Coal Car	Johnstown America
5	PNJX	50364	Aluminum Bethgon II Coal Car	Johnstown America
6	PNJX	50365	Aluminum Bethgon II Coal Car	Johnstown America
7	PNJX	50366	Aluminum Bethgon II Coal Car	Johnstown America
8	PNJX	50367	Aluminum Bethgon II Coal Car	Johnstown America
9	PNJX	50368	Aluminum Bethgon II Coal Car	Johnstown America
10	PNJX	50369	Aluminum Bethgon II Coal Car	Johnstown America
11	PNJX	50370	Aluminum Bethgon II Coal Car	Johnstown America
12	PNJX	50371	Aluminum Bethgon II Coal Car	Johnstown America
13	PNJX	50372	Aluminum Bethgon II Coal Car	Johnstown America
14	PNJX	50373	Aluminum Bethgon II Coal Car	Johnstown America
15	PNJX	50374	Aluminum Bethgon II Coal Car	Johnstown America
16	PNJX	50375	Aluminum Bethgon II Coal Car	Johnstown America
17	PNJX	50376	Aluminum Bethgon II Coal Car	Johnstown America
18	PNJX	50377	Aluminum Bethgon II Coal Car	Johnstown America
19	PNJX	50378	Aluminum Bethgon II Coal Car	Johnstown America
20	PNJX	50379	Aluminum Bethgon II Coal Car	Johnstown America
21	PNJX	50380	Aluminum Bethgon II Coal Car	Johnstown America
22	PNJX	50381	Aluminum Bethgon II Coal Car	Johnstown America
23	PNJX	50382	Aluminum Bethgon II Coal Car	Johnstown America
24	PNJX	50383	Aluminum Bethgon II Coal Car	Johnstown America
25	PNJX	50384	Aluminum Bethgon II Coal Car	Johnstown America
26	PNJX	50385	Aluminum Bethgon II Coal Car	Johnstown America
27	PNJX	50386	Aluminum Bethgon II Coal Car	Johnstown America
28	PNJX	50387	Aluminum Bethgon II Coal Car	Johnstown America
29	PNJX	50388	Aluminum Bethgon II Coal Car	Johnstown America
30	PNJX	50389	Aluminum Bethgon II Coal Car	Johnstown America
31	PNJX	50390	Aluminum Bethgon II Coal Car	Johnstown America
32	PNJX	50391	Aluminum Bethgon II Coal Car	Johnstown America
33	PNJX	50392	Aluminum Bethgon II Coal Car	Johnstown America
34	PNJX	50393	Aluminum Bethgon II Coal Car	Johnstown America
35	PNJX	50394	Aluminum Bethgon II Coal Car	Johnstown America
36	PNJX	50395	Aluminum Bethgon II Coal Car	Johnstown America
37	PNJX	50396	Aluminum Bethgon II Coal Car	Johnstown America
38	PNJX	50397	Aluminum Bethgon II Coal Car	Johnstown America
39	PNJX	50398	Aluminum Bethgon II Coal Car	Johnstown America
40	PNJX	50399	Aluminum Bethgon II Coal Car	Johnstown America
41	PNJX	50400	Aluminum Bethgon II Coal Car	Johnstown America
42	PNJX	50401	Aluminum Bethgon II Coal Car	Johnstown America
43	PNJX	50402	Aluminum Bethgon II Coal Car	Johnstown America
44	PNJX	50403	Aluminum Bethgon II Coal Car	Johnstown America
45	PNJX	50404	Aluminum Bethgon II Coal Car	Johnstown America
46	PNJX	50405	Aluminum Bethgon II Coal Car	Johnstown America
47	PNJX	50406	Aluminum Bethgon II Coal Car	Johnstown America
48	PNJX	50407	Aluminum Bethgon II Coal Car	Johnstown America
49	PNJX	50408	Aluminum Bethgon II Coal Car	Johnstown America
50	PNJX	50409	Aluminum Bethgon II Coal Car	Johnstown America

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Unit Count	AAR Reporting Mark		Car Type	Manufacturer
51	PNJX	50410	Aluminum Bethgon II Coal Car	Johnstown America
52	PNJX	50411	Aluminum Bethgon II Coal Car	Johnstown America
53	PNJX	50412	Aluminum Bethgon II Coal Car	Johnstown America
54	PNJX	50413	Aluminum Bethgon II Coal Car	Johnstown America
55	PNJX	50414	Aluminum Bethgon II Coal Car	Johnstown America
56	PNJX	50415	Aluminum Bethgon II Coal Car	Johnstown America
57	PNJX	50416	Aluminum Bethgon II Coal Car	Johnstown America
58	PNJX	50417	Aluminum Bethgon II Coal Car	Johnstown America
59	PNJX	50418	Aluminum Bethgon II Coal Car	Johnstown America
60	PNJX	50419	Aluminum Bethgon II Coal Car	Johnstown America
61	PNJX	50420	Aluminum Bethgon II Coal Car	Johnstown America
62	PNJX	50421	Aluminum Bethgon II Coal Car	Johnstown America
63	PNJX	50422	Aluminum Bethgon II Coal Car	Johnstown America
64	PNJX	50423	Aluminum Bethgon II Coal Car	Johnstown America
65	PNJX	50424	Aluminum Bethgon II Coal Car	Johnstown America
66	PNJX	50425	Aluminum Bethgon II Coal Car	Johnstown America
67	PNJX	50426	Aluminum Bethgon II Coal Car	Johnstown America
68	PNJX	50427	Aluminum Bethgon II Coal Car	Johnstown America
69	PNJX	50428	Aluminum Bethgon II Coal Car	Johnstown America
70	PNJX	50429	Aluminum Bethgon II Coal Car	Johnstown America
71	PNJX	50430	Aluminum Bethgon II Coal Car	Johnstown America
72	PNJX	50431	Aluminum Bethgon II Coal Car	Johnstown America
73	PNJX	50432	Aluminum Bethgon II Coal Car	Johnstown America
74	PNJX	50433	Aluminum Bethgon II Coal Car	Johnstown America
75	PNJX	50434	Aluminum Bethgon II Coal Car	Johnstown America
76	PNJX	50435	Aluminum Bethgon II Coal Car	Johnstown America
77	PNJX	50436	Aluminum Bethgon II Coal Car	Johnstown America
78	PNJX	50437	Aluminum Bethgon II Coal Car	Johnstown America
79	PNJX	50438	Aluminum Bethgon II Coal Car	Johnstown America
80	PNJX	50439	Aluminum Bethgon II Coal Car	Johnstown America
81	PNJX	50440	Aluminum Bethgon II Coal Car	Johnstown America
82	PNJX	50441	Aluminum Bethgon II Coal Car	Johnstown America
83	PNJX	50442	Aluminum Bethgon II Coal Car	Johnstown America
84	PNJX	50443	Aluminum Bethgon II Coal Car	Johnstown America
85	PNJX	50444	Aluminum Bethgon II Coal Car	Johnstown America
86	PNJX	50445	Aluminum Bethgon II Coal Car	Johnstown America
87	PNJX	50446	Aluminum Bethgon II Coal Car	Johnstown America
88	PNJX	50447	Aluminum Bethgon II Coal Car	Johnstown America
89	PNJX	50448	Aluminum Bethgon II Coal Car	Johnstown America
90	PNJX	50449	Aluminum Bethgon II Coal Car	Johnstown America
91	PNJX	50450	Aluminum Bethgon II Coal Car	Johnstown America
92	PNJX	50451	Aluminum Bethgon II Coal Car	Johnstown America
93	PNJX	50452	Aluminum Bethgon II Coal Car	Johnstown America
94	PNJX	50453	Aluminum Bethgon II Coal Car	Johnstown America
95	PNJX	50454	Aluminum Bethgon II Coal Car	Johnstown America
96	PNJX	50455	Aluminum Bethgon II Coal Car	Johnstown America
97	PNJX	50456	Aluminum Bethgon II Coal Car	Johnstown America
98	PNJX	50457	Aluminum Bethgon II Coal Car	Johnstown America
99	PNJX	50458	Aluminum Bethgon II Coal Car	Johnstown America
100	PNJX	50459	Aluminum Bethgon II Coal Car	Johnstown America



<b>Unit Count</b>	<b>AAR Reporting Mark</b>		<b>Car Type</b>	<b>Manufacturer</b>
101	PNJX	50460	Aluminum Bethgon II Coal Car	Johnstown America
102	PNJX	50461	Aluminum Bethgon II Coal Car	Johnstown America
103	PNJX	50462	Aluminum Bethgon II Coal Car	Johnstown America
104	PNJX	50463	Aluminum Bethgon II Coal Car	Johnstown America
105	PNJX	50464	Aluminum Bethgon II Coal Car	Johnstown America
106	PNJX	50465	Aluminum Bethgon II Coal Car	Johnstown America
107	PNJX	50466	Aluminum Bethgon II Coal Car	Johnstown America
108	PNJX	50467	Aluminum Bethgon II Coal Car	Johnstown America
109	PNJX	50468	Aluminum Bethgon II Coal Car	Johnstown America
110	PNJX	50469	Aluminum Bethgon II Coal Car	Johnstown America
111	PNJX	50470	Aluminum Bethgon II Coal Car	Johnstown America
112	PNJX	50471	Aluminum Bethgon II Coal Car	Johnstown America
113	PNJX	50472	Aluminum Bethgon II Coal Car	Johnstown America
114	PNJX	50473	Aluminum Bethgon II Coal Car	Johnstown America
115	PNJX	50474	Aluminum Bethgon II Coal Car	Johnstown America
116	PNJX	50475	Aluminum Bethgon II Coal Car	Johnstown America
117	PNJX	50476	Aluminum Bethgon II Coal Car	Johnstown America
118	PNJX	50477	Aluminum Bethgon II Coal Car	Johnstown America
119	PNJX	50478	Aluminum Bethgon II Coal Car	Johnstown America
120	PNJX	50479	Aluminum Bethgon II Coal Car	Johnstown America